

RECORDATION NO. 28250 FILED

DEC 30 '09 -9 00 AM

**SURFACE TRANSPORTATION BOARD**

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

December 30, 2009

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Contract C-7730 Rider 82

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 18, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC  
620 North Second Street  
St. Charles, Missouri 63301

[Lessee: BASF Catalysts LLC  
25 Middlesex/Essex Turnpike  
Iselin, NJ 08830-0770]

Section Chief  
December 29, 2009  
Page 2

A description of the railroad equipment covered by the enclosed document is:

57 railcars: SHPX 450658 - SHPX 450714.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

## MEMORANDUM OF LEASE

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to BASF Catalysts LLC, a Delaware Limited Liability Company ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

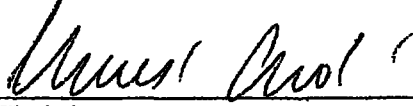
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SOUTHERN RAIL TRANSPORTATION BOARD

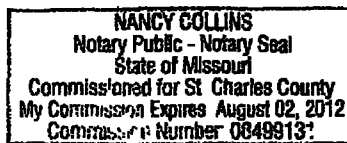
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease


AMERICAN RAILCAR LEASING LLC

By:   
Name: Umesh Choksi  
Title: CFO & Treasurer

STATE OF MISSOURI                     )  
  ) ss.:  
COUNTY OF ST. CHARLES            )

On this 18<sup>th</sup> day of Dec, 2009, before me, personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he resides at St. Louis County, Missouri and is the CFO & Treasurer of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



  
Notary Public  
My commission expires on 8/2/2012

## Schedule A

### Equipment

#### BASF Catalysts LLC

Contract C-7730 rider 82 dated 8/7/08

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	450658
	Hopper	SHPX	450659
	Hopper	SHPX	450660
	Hopper	SHPX	450661
	Hopper	SHPX	450662
	Hopper	SHPX	450663
	Hopper	SHPX	450664
	Hopper	SHPX	450665
	Hopper	SHPX	450666
	Hopper	SHPX	450667
	Hopper	SHPX	450668
	Hopper	SHPX	450669
	Hopper	SHPX	450670
	Hopper	SHPX	450671
	Hopper	SHPX	450672
	Hopper	SHPX	450673
	Hopper	SHPX	450674
	Hopper	SHPX	450675
	Hopper	SHPX	450676
	Hopper	SHPX	450677
	Hopper	SHPX	450678
	Hopper	SHPX	450679
	Hopper	SHPX	450680
	Hopper	SHPX	450681
	Hopper	SHPX	450682
	Hopper	SHPX	450683
	Hopper	SHPX	450684
	Hopper	SHPX	450685
	Hopper	SHPX	450686
	Hopper	SHPX	450687
	Hopper	SHPX	450688
	Hopper	SHPX	450689
	Hopper	SHPX	450690
	Hopper	SHPX	450691

## Schedule A

### Equipment

#### BASF Catalysts LLC

Contract C-7730 rider 82

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	450692
	Hopper	SHPX	450693
	Hopper	SHPX	450694
	Hopper	SHPX	450695
	Hopper	SHPX	450696
	Hopper	SHPX	450697
	Hopper	SHPX	450698
	Hopper	SHPX	450699
	Hopper	SHPX	450700
	Hopper	SHPX	450701
	Hopper	SHPX	450702
	Hopper	SHPX	450703
	Hopper	SHPX	450704
	Hopper	SHPX	450705
	Hopper	SHPX	450706
	Hopper	SHPX	450707
	Hopper	SHPX	450708
	Hopper	SHPX	450709
	Hopper	SHPX	450710
	Hopper	SHPX	450711
	Hopper	SHPX	450712
	Hopper	SHPX	450713
	Hopper	SHPX	450714

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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated

12/30/09



Robert W Alvord